



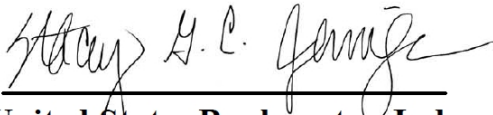
CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed December 16, 2021


United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

Reorganized Debtor.

MARC S. KIRSCHNER, AS LITIGATION TRUSTEE
OF THE LITIGATION SUB-TRUST,

Plaintiff,

v.

JAMES D. DONDERO; MARK A. OKADA; SCOTT
ELLINGTON; ISAAC LEVENTON; GRANT JAMES
SCOTT III; FRANK WATERHOUSE; STRAND
ADVISORS, INC.; NEXPOINT ADVISORS, L.P.;
HIGHLAND CAPITAL MANAGEMENT FUND
ADVISORS, L.P.; DUGABOY INVESTMENT TRUST
AND NANCY DONDERO, AS TRUSTEE OF

Chapter 11

Case No. 19-34054-sgj11

Adv. Pro. No. 21-03076-sgj

¹ The last four digits of the Reorganized Debtor's taxpayer identification number are (8357). The Reorganized Debtor is a Delaware limited partnership. The Reorganized Debtor's headquarters and service address are 100 Crescent Court, Suite 1850, Dallas, TX 75201.

DUGABOY INVESTMENT TRUST; GET GOOD TRUST AND GRANT JAMES SCOTT III, AS TRUSTEE OF GET GOOD TRUST; HUNTER MOUNTAIN INVESTMENT TRUST; MARK & PAMELA OKADA FAMILY TRUST – EXEMPT TRUST #1 AND LAWRENCE TONOMURA AS TRUSTEE OF MARK & PAMELA OKADA FAMILY TRUST – EXEMPT TRUST #1; MARK & PAMELA OKADA FAMILY TRUST – EXEMPT TRUST #2 AND LAWRENCE TONOMURA IN HIS CAPACITY AS TRUSTEE OF MARK & PAMELA OKADA FAMILY TRUST – EXEMPT TRUST #2; CLO HOLDCO, LTD.; CHARITABLE DAF HOLDCO, LTD.; CHARITABLE DAF FUND, LP.; HIGHLAND DALLAS FOUNDATION; RAND PE FUND I, LP, SERIES 1; MASSAND CAPITAL, LLC; MASSAND CAPITAL, INC.; SAS ASSET RECOVERY, LTD.; AND CPCM, LLC,

Defendants.

ORDER APPROVING STIPULATION AND PROPOSED SCHEDULING ORDER

Upon consideration of the *Stipulation and Proposed Scheduling Order* [Docket No. 21] (the “Scheduling Stipulation”),² by and among Marc S. Kirschner, as Litigation Trustee of the Litigation Sub-Trust (the “Trustee”), and James D. Dondero; Mark A. Okada; Scott Ellington; Isaac Leventon; Grant James Scott III; Frank Waterhouse; Strand Advisors, Inc.; NexPoint Advisors, L.P. Highland Capital Management Fund Advisors, L.P.; Dugaboy Investment Trust and Nancy Dondero, as Trustee of Dugaboy Investment Trust; Get Good Trust and Grant James Scott III, As Trustee of Get Good Trust; Hunter Mountain Investment Trust; Mark & Pamela Okada Family Trust – Exempt Trust #1 and Lawrence Tonomura, as Trustee of Mark & Pamela Okada Family Trust – Exempt Trust #1; Mark & Pamela Okada Family Trust – Exempt Trust #2 and Lawrence Tonomura, as Trustee of Mark & Pamela Okada Family Trust – Exempt Trust #2; CLO Holdco, Ltd.; Charitable DAF Holdco, Ltd.; Charitable DAF Fund, L.P.; Highland Dallas

² Capitalized terms not otherwise defined in this Order shall have the meanings ascribed to them in the Stipulation.

Foundation; Rand PE Fund I, LP, Series 1; Massand Capital, LLC; Massand Capital, Inc.; and CPCM, LLC (each, a “Defendant” and collectively, the “Defendants,” and with the Trustee, the “Parties”), it is **HEREBY ORDERED THAT:**

1. The Scheduling Stipulation, a copy of which is attached hereto as **Exhibit A**, is **APPROVED.**

2. The Scheduling Stipulation shall become effective immediately upon entry of this Order.

3. The Parties shall adhere to the following deadlines, as set forth in the Scheduling Stipulation:

| Event | Deadline |
|--|---|
| Initial Case Conference (pursuant to FRCP 26(f) and FRBP 7026) | December 15, 2021 |
| Pre-Discovery Disclosures (pursuant to FRCP 26(a) and FRBP 7026) | December 31, 2021 |
| Substantial Completion of Fact Document Discovery | August 31, 2022 |
| Start of Fact Depositions | Earlier of September 30, 2022 or decision on last outstanding motion to dismiss |
| Completion of Fact Depositions | December 30, 2022 |
| Deadline to Exchange Names and Addresses of Experts and Expert Witness Reports | February 3, 2023 |
| Deadline to Exchange Names and Addresses of Rebuttal Experts and Rebuttal Expert Witness Reports | March 31, 2023 |
| Expert Discovery Closes | May 5, 2023 |
| Dispositive Motion Deadline | June 2, 2023 |
| Deadline to File a Response to Dispositive Motions | July 28, 2023 |
| Deadline to File a Reply in Support of Dispositive Motions | August 25, 2023 |
| Last Date For Hearings on Dispositive Motions (subject to the Court’s schedule) | September 15, 2023 |
| Deadline to Exchange Expert and Witness Lists | September 22, 2023 |
| Joint Pretrial Order Deadline | October 27, 2023 |
| Written Proposed Findings of Fact and Conclusions of Law Deadline | October 27, 2023 |
| Docket call | November 13, 2023 at 1:30 pm CT |

4. The deadlines set forth in the Scheduling Stipulation shall only be modified in a writing signed by the Parties or upon the entry of an order of the Court entered upon notice to the Parties.

5. The Court shall retain jurisdiction over all disputes arising out of or otherwise concerning the interpretation and enforcement of the Scheduling Stipulation and this Order.

###End of Order###

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS**

In re:

HIGHLAND CAPITAL MANAGEMENT, L.P.,¹

Reorganized Debtor.

MARC S. KIRSCHNER, AS LITIGATION TRUSTEE
OF THE LITIGATION SUB-TRUST,

Plaintiff,

v.

JAMES D. DONDERO; MARK A. OKADA; SCOTT ELLINGTON; ISAAC LEVENTON; GRANT JAMES SCOTT III; FRANK WATERHOUSE; STRAND ADVISORS, INC.; NEXPOINT ADVISORS, L.P.; HIGHLAND CAPITAL MANAGEMENT FUND ADVISORS, L.P.; DUGABOY INVESTMENT TRUST AND NANCY DONDERO, AS TRUSTEE OF DUGABOY INVESTMENT TRUST; GET GOOD TRUST AND GRANT JAMES SCOTT III, AS TRUSTEE OF GET GOOD TRUST; HUNTER MOUNTAIN INVESTMENT TRUST; MARK & PAMELA OKADA FAMILY TRUST – EXEMPT TRUST #1 AND LAWRENCE TONOMURA AS TRUSTEE OF MARK & PAMELA OKADA FAMILY TRUST – EXEMPT TRUST #1; MARK & PAMELA OKADA FAMILY TRUST – EXEMPT TRUST #2 AND LAWRENCE TONOMURA IN HIS CAPACITY AS TRUSTEE OF MARK & PAMELA OKADA FAMILY TRUST – EXEMPT TRUST #2; CLO HOLDCO, LTD.; CHARITABLE DAF HOLDCO, LTD.; CHARITABLE DAF FUND, LP.; HIGHLAND DALLAS FOUNDATION; RAND PE FUND I, LP, SERIES 1; MASSAND CAPITAL, LLC; MASSAND CAPITAL, INC.; SAS ASSET RECOVERY, LTD.; AND CPCM, LLC,

Defendants.

Chapter 11

Case No. 19-34054-sgj11

Adv. Pro. No. 21-03076-sgj

STIPULATION AND PROPOSED
SCHEDULING ORDER

¹ The last four digits of the Reorganized Debtor's taxpayer identification number are (8357). The Reorganized Debtor is a Delaware limited partnership. The Reorganized Debtor's headquarters and service address are 100 Crescent Court, Suite 1850, Dallas, TX 75201.

STIPULATION AND PROPOSED SCHEDULING ORDER

This stipulation and proposed scheduling order (the “Stipulation”) is made and entered into, subject to Court approval, in the above-captioned adversary proceeding (the “Adversary Proceeding”) by and among Marc S. Kirschner, as Litigation Trustee of the Litigation Sub-Trust (the “Trustee”), and James D. Dondero; Mark A. Okada; Scott Ellington; Isaac Leventon; Grant James Scott III; Frank Waterhouse; Strand Advisors, Inc.; NexPoint Advisors, L.P. Highland Capital Management Fund Advisors, L.P.; Dugaboy Investment Trust and Nancy Dondero, as Trustee of Dugaboy Investment Trust; Get Good Trust and Grant James Scott III, As Trustee of Get Good Trust; Hunter Mountain Investment Trust; Mark & Pamela Okada Family Trust – Exempt Trust #1 and Lawrence Tonomura, as Trustee of Mark & Pamela Okada Family Trust – Exempt Trust #1; Mark & Pamela Okada Family Trust – Exempt Trust #2 and Lawrence Tonomura, as Trustee of Mark & Pamela Okada Family Trust – Exempt Trust #2; CLO Holdco, Ltd.; Charitable DAF Holdco, Ltd.; Charitable DAF Fund, L.P.; Highland Dallas Foundation; Rand PE Fund I, LP, Series 1; Massand Capital, LLC; Massand Capital, Inc.; and CPCM, LLC (each, a “Defendant” and collectively, the “Defendants,” and with the Trustee, the “Parties”), by and through their respective undersigned counsel. In support of the Stipulation, the Parties respectfully state as follows:

WHEREAS, on October 16, 2019, Highland Capital Management, L.P. (“HCMLP”), filed a voluntary petition for relief under title 11 of the United States Code with the United States Bankruptcy Court for the District of Delaware. The case was subsequently transferred to the Bankruptcy Court for the Northern District of Texas, Dallas Division and captioned *In re Highland Capital Management, L.P.*, Case No. 19-34054-sgj11;

WHEREAS, on February 22, 2021, the Court confirmed HCMLP’s *Fifth Amended Plan of Reorganization* [Docket No. 1943] (the “Plan”) which, among other things, established the

Litigation Sub-Trust (as defined in the Plan) for the benefit of the Claimant Trust Beneficiaries (as defined in the Plan).

WHEREAS, on October 15, 2021, the Trustee commenced the Adversary Proceeding by filing a complaint against Defendants [Docket No. 1] (the “Complaint”);

WHEREAS, on October 18, 2021, the Clerk of Court for the United States Bankruptcy Court for the Northern District of Texas issued the *Summons In An Adversary Proceeding* (the “Summons”) [Docket No. 3];

WHEREAS, on October 18, 2021, the Court entered the *Order Regarding Adversary Proceedings Trial Setting and Alternative Scheduling Order* (the “Order”) [Docket No. 4] which, among other things, sets forth an Alternative Scheduling Order that applies to the Adversary Proceeding “[i]f the [P]arties do not submit a proposed scheduling order or do not schedule a status conference with the Court to discuss the provisions and deadlines of a scheduling order within forty-five days of the filing of this [A]dversary [P]roceeding”;

WHEREAS, the Parties have entered into the initial response and briefing schedule set forth in the *Stipulation and Proposed Initial Response and Briefing Scheduling Order* [Docket No. 20];

WHEREAS, the Parties have met and conferred as to a proposed scheduling order, and have mutually agreed to the schedule as set forth below;

NOW, THEREFORE, it is hereby stipulated and agreed, and upon approval by the Court it shall be **SO ORDERED**:

1. Proposed Scheduling Order. The Parties agree to the following proposed scheduling order (the “Proposed Scheduling Order”):

| Event | Deadline |
|--|---|
| Initial Case Conference (pursuant to FRCP 26(f) and FRBP 7026) | December 15, 2021 |
| Pre-Discovery Disclosures (pursuant to FRCP 26(a) and FRBP 7026) | December 31, 2021 |
| Substantial Completion of Fact Document Discovery | August 31, 2022 |
| Start of Fact Depositions | Earlier of September 30, 2022 or decision on last outstanding motion to dismiss |
| Completion of Fact Depositions | December 30, 2022 |
| Deadline to Exchange Names and Addresses of Experts and Expert Witness Reports | February 3, 2023 |
| Deadline to Exchange Names and Addresses of Rebuttal Experts and Rebuttal Expert Witness Reports | March 31, 2023 |
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| Deadline to File a Response to Dispositive Motions | July 28, 2023 |
| Deadline to File a Reply in Support of Dispositive Motions | August 25, 2023 |
| Last Date For Hearings on Dispositive Motions (subject to the Court's schedule) | September 15, 2023 |
| Deadline to Exchange Expert and Witness Lists | September 22, 2023 |
| Joint Pretrial Order Deadline | October 27, 2023 |
| Written Proposed Findings of Fact and Conclusions of Law Deadline | October 27, 2023 |
| Docket call | November 13, 2023 |

2. Pending approval of this Stipulation by the Court, each of the Parties agrees that it is and will be bound by this Stipulation and waives any right to object to approval by the Court. In the event that this Stipulation is not approved by the Court, it will be null and void and have no force or effect whatsoever except as may be otherwise agreed in writing by the Parties.

3. If approved by the Court, the Proposed Scheduling Order shall be modified only by a writing signed by all Parties or further order of the Court.

4. Neither agreement by the Parties or approval of this Stipulation by the Court shall be a waiver of Plaintiff's right to amend his complaint as a matter of course under Fed. R. Civ. P. 15 and Fed. R. Bankr. P. 7015 on or prior to April 19, 2022. In the event that Plaintiff amends his

complaint pursuant to this provision, the Parties will negotiate in good faith regarding an amended Proposed Scheduling Order.

5. Neither agreement by the Parties or approval of this Stipulation by the Court shall be a waiver of each Defendant's right to challenge the basis for jurisdiction of the Court in this case, or constitute a waiver of any other right or defense that may exist under applicable law. For the avoidance of doubt, the Parties' agreement to proceed with discovery pursuant to the terms of this Stipulation in parallel with motion practice shall not constitute a waiver of each Defendant's rights or defenses in any way, and all such rights and defenses are expressly reserved.

6. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of the Proposed Scheduling Order.

[Remainder of Page Intentionally Left Blank]

Dated: December 2, 2021

Respectfully submitted,

SIDLEY AUSTIN LLP

/s/ Paige Holden Montgomery
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-and-

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SULLIVAN LLP**

Susheel Kirpalani (admitted *pro hac vice*)
Deborah J. Newman (admitted *pro hac vice*)
Robert Loigman (admitted *pro hac vice*)
Benjamin I. Finestone (admitted *pro hac vice*)
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Pamela Okada Family Trust – Exempt Trust
#1, and The Mark and Pamela Okada Family
Trust – Exempt Trust #2*

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/s/ Jason Vanacour

Jason Vanacour

Kevin Perkins

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*Counsel for Massand Capital, Inc. and
Massand Capital, LLC*

United States Bankruptcy Court
Northern District of TexasKirschner,
Plaintiff
Dondero,
Defendant

Adv. Proc. No. 21-03076-sgj

CERTIFICATE OF NOTICE

District/off: 0539-3

User: admin

Page 1 of 2

Date Rcvd: Dec 17, 2021

Form ID: pdf001

Total Noticed: 5

The following symbols are used throughout this certificate:

| Symbol | Definition |
|--------|--|
| + | Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP. |

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Dec 19, 2021:

| Recip ID | Recipient Name and Address |
|----------|--|
| dft | + CPCM, LLC, c/o Ross & Smith, PC, Attn: Frances A. Smith, 700 N. Pearl Street, Suite 1610 Dallas, TX 75201-7459 |
| dft | + Highland Capital Management Fund Advisors, L.P., K&LGates LLP, c/o Stephen G. Topetzs, 1600 K Street, NW, Washington, DC 20006-2806 |
| dft | + Hunter Mountain Investment Trust, c/o E. P. Keiffer, Rochelle McCullough, LLP, 325 North St. Paul St., Suite 4500, Dallas, TX 75201-3827 |
| dft | + NexPoint Advisors, L.P., K&L Gates LLP, c/o Stephen G. Topetzs, 1600 K Street, NW, Washington, DC 20006-2806 |

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI). Electronic transmission is in Eastern Standard Time.

| Recip ID | Notice Type: Email Address | Date/Time | Recipient Name and Address |
|----------|--|----------------------|--|
| ust | + Email/Text: ustregion06.da.ecf@usdoj.gov | Dec 17 2021 21:24:00 | United States Trustee, 1100 Commerce Street, Room 976, Dallas, TX 75242-0996 |

TOTAL: 1

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Dec 19, 2021

Signature: /s/Joseph Speetjens**CM/ECF NOTICE OF ELECTRONIC FILING**

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on December 17, 2021 at the address(es) listed below:

| Name | Email Address |
|--------------------|--|
| Melissa S. Hayward | on behalf of Debtor Highland Capital Management L.P. MHayward@HaywardFirm.com, mholmes@HaywardFirm.com |

District/off: 0539-3

User: admin

Page 2 of 2

Date Rcvd: Dec 17, 2021

Form ID: pdf001

Total Noticed: 5

Paige Holden Montgomery

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txefilingnotice@sidley.com;paige-montgomery-7756@ecf.pacerpro.com;crognes@sidley.com;ebromagen@sidley.com;efilingnotice@sidley.com

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TOTAL: 3